

UNITED STATES U.S. SECURITIES AND EXCHANGE **COMMISSION**

Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

3235-0076 OMB Number May 31, 2002 Expires: Estimated average burden hours per response:....16.00 SEC USE ONLY Serial Prefix

Name of Offering(check if this is an amendment and name has changed, and indicate change.) Standard Renewable Energy Group, LLC Section 4(6) Rule 505 **Rule 506** Rule 504 Filing Under (Check box(es) that apply): New Filing ☐ Amendment Type of Filing: A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer (check if this is an amendment and name has changed, and indicate change.) Name of Issuer Standard Renewable Energy Group, LLC Telephone Number (Including Area Code) (Number and Street, City, State, Zip Code) Address of Executive Offices (713) 888-0660 3 Riverway, Suite 1700, Houston, TX 77056 Telephone Number (Including Area Code) Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) **Brief Description of Business** Investing in, owning and operating emerging alternative energy companies Type of Business Organization other (please specify): limited partnership, already formed corporation limited liability company limited partnership, to be formed business trust Month Year ☐ Actual 0 5 0 6 Actual or Estimated Date of Incorporation or Organization: Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: D E CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only reported the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

		A. BASIC IDEN	TIFICATION DATA		
 Each beneficial owne of the issuer; 	issuer, if the issue r having the powe	er has been organized with r to vote or dispose, or dir	nin the past five years; rect the vote or disposition orporate general and mana		of a class of equity securities
 Each general and man 	naging partner of p	partnership issuers.			
		⊠ Beneficial Owner	☐ Executive Officer	Director	⊠ Executive Officer of Manager
Full Name (Last name first, if in	ıdividual)				
Berger, William J.					
Business or Residence Address		(Number and Street, City			
c/o Standard Renewable	Energy Group	, LLC, 3 Riverway, S	Suite 1700, Houston, '	TX 77056	
Check Box(es) that Apply: Manager	Promoter	Beneficial Owner	Executive Officer	Director	Executive Officer of
Full Name (Last name first, if in	ndividual)				
Rubenstein, Gordon					
Business or Residence Address		(Number and Street, City			
c/o Standard Renewable	Energy Group	, LLC, 3 Riverway, S	Suite 1700, Houston,	TX 77056	
	Promoter	⊠ Beneficial Owner	Executive Officer	Director	Executive Officer of Manager
Full Name (Last name first, if i	ndividual)				
White, John			C		
Business or Residence Address		(Number and Street, City		TV 77054	
c/o Standard Renewable	Energy Group				M
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	Executive Officer	Director	Manager
Full Name (Last name first, if i	ndividual)				
SREG Manager, LLC					
Business or Residence Address		(Number and Street, City			
c/o Standard Renewable	Energy Group	, LLC, 3 Riverway,	Suite 1700, Houston,	TX 77056	
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	
Full Name (Last name first, if i	ndividual)				
Business or Residence Address	3	(Number and Street, Cit	y, State, Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ Manager
Full Name (Last name first, if	individual)				
Business or Residence Address	3	(Number and Street, Cit	y, State, Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	Officer of Manager
Full Name (Last name first, if	individual)				_
Business or Residence Addres	s	(Number and Street, Cit	ty, State, Zip Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					В. І	NFORMA7	TION ABOU	T OFFERI	NG				
							-					Yes	No
1.	Hac the	e iccuer col	d or does th	e issuer inten	d to sell, to	non-accredit	ed investors	in this offeri	ing?				\boxtimes
1.	Has un	c issuer sor	u, or does in	0 155401 111011			ix, Column 2						
			•	ent that will l								N/A	
2.	What i	s the minin	num investm	ent that will	be accepted	mom any mo	iividaai:			•		Yes	No
_	_			ownership of	C:l_	:•0						⊠.	
3.	Does th	he offering	permit joini	ownersmp o	a singic un			a airean din	actly or indir	ectly any co	nmission	_	_
4.	Enter t	the informa	ition request	ed for each p olicitation of	erson who h	ias been or v	vill be paid o	of securities	s in the offer	ring. If a ne	erson to be		
	or simi	ilar remune	eration for s	or agent of a	broker or d	nn connectio ealer registe	red with the	SEC and/or	with a state	or states, lis	t the name		
	of the	broker or o	dealer If m	ore than five	(5) persons	to be listed	are associate	ed persons o	f such a bro	ker or deale	r, you may		
				hat broker or				•					
Full	Name ((Last name	first, if indi	vidual)									
				•									
Bus	iness or	Residence	Address		(Number	and Street, C	City, State, Zi	ip Code)					
Nar	ne of Ass	sociated Bro	oker or Deale	ī									
Stat	es in Wi	nich Person	Listed Has S	olicited or Inte	ends to Solic	it Purchasers							
Du				ndividual State								□ A1	Il States
ſ	AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
-	IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
	MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Ful	1 Name	(Last name	first, if indi	vidual)									
1 4.		(======================================	,	,									
		r Residence	Addross		(Number	and Street	City, State, Z	in Code)		_			
Bu	siness of	r Residence	e Address		(14milloci	and Succe,	O11), O11110, —	ар СССС)					
		·	-1 Deel										
Na	me of As	ssociated Br	roker or Deal	er									
Sta	tes in W	hich Person	Listed Has S	Solicited or Int	ends to Solid	cit Purchasers	3						
	(Chec	k "All State	es" or check i	ndividual Stat	es)								Il States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI] [MS]	
_	止]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI] [OH]	[MN] [OK]	[OR]	_
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[WV]	[WI]	[WY]	
	RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VI]	[121]	[1,122]				
Fu	ll Name	(Last name	e first, if ind	ividual)									
Bu	isiness o	r Residenc	e Address		(Number	and Street,	City, State, 2	Zip Code)					
									<u></u>				
Na	me of A	ssociated B	roker or Dea	ler									
	ates in W	/hich Person	n Listed Has	Solicited or In	tends to Soli	cit Purchaser	s		·····				
Ju				individual Stat									All States
	-	ck "All State [AK]	es or check	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI]	
	[AL] [IL]	[IN]	[AZ] [IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]] [MO]
	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	
					r mv i	ר דיידי ז	r vr i	[VA]	r wal	r wv i	f WI 1	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE	OF PROCEEDS		
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\mathbb{\text{\text{\text{\text{\text{\text{\text{\text{\text{change}}}}}}} \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price	Amo	unt Already Sold
	Debt	\$	\$	
	Equity (Membership Interests)	\$5,500,000	\$ <u>5,3</u>	31,622
	☐ Common ☒ Preferred			
	Convertible Securities (including warrants)	\$	\$	
	Partnership Interests	\$	\$	
	Other (Specify)	\$	\$	
	Total	\$5,500,000	\$5,3	331,622
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offering under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Number Investors	Dol	ggregate lar Amount Purchases
	Accredited Investors	<u>17</u>	\$ <u>5,3</u>	331,622
	Non-accredited Investors	0	\$ <u>0</u>	
	Total (for filings under Rule 504 only)		\$	
	Answer also in Appendix, Column 4, if filing under ULOE.			
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of the securities in this offering. Classify securities by type listed in Part C - Question 1.	Type of	Dol	lar Amount
	Type of offering	Security	201	Sold
	Rule 505		\$	
	Regulation A		\$	
	Rule 504		\$	
	Total		\$	
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		· -	,
	Transfer Agent's Fees		\$_	
	Printing and Engraving Costs		\$	
	Legal Fees		\$5,0	000
	Accounting Fees			
	Engineering Fees		\$	
	Sales Commissions (specify finders' fees separately)*		_	
	Other Expenses (identify) blue sky filing fees, postage		\$50	0
	Total			500

	C. OFFERING PRIC	E, NUMBER OF INVESTORS, EXPENSE	S AND	USE OF PROCEEDS	3					
	b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."									
5.	Indicate below the amount of the adjusted grofor each of the purposes shown. If the amou and check the box to the left of the estimate adjusted gross proceeds to the issuer set forth.	nt for any purpose is not known, furnish an e. The total of the payments listed must e	estimate qual the							
* S	ection not applicable due to the nature of an excl	nange offering.]	Payments to Officers, Directors, & Affiliates		Payments to Others				
	Salaries and fees			\$		\$				
	Purchase of real estate and renovation			\$		\$				
	Purchase, rental or leasing and installation of	machinery and equipment		\$		\$				
	Construction or leasing of plant buildings and	facilities		\$		\$				
	Acquisition of other businesses (including the offering that may be used in exchange for the pursuant to a merger)	assets or securities of another issuer		\$						
	Repayment of indebtedness		\$		\$					
	Working capital		\$		\$					
	Other (specify): Investment in wholly-owned			\$		\$				
	Column Totals			\$		\$				
	Total Payments Listed (column totals added).			□ \$ <u></u>						
		D. FEDERAL SIGNATURE				 				
fol	e issuer has duly caused this notice to be lowing signature constitutes an undertakinuest of its staff, the information furnished	signed by the undersigned duly authorizing by the issuer to furnish to the U.S.	Securiti	es and Exchange C	Commis	sion, upon writte				
Iss	uer (Print or Type)	Signature		Date						
Sta LL	andard Renewable Energy Group, C	Milliam J. Bergo		September	_ 2	6, 2006				
	me of Signer (Print or Type)	Title of Signer (Print or Type)								
Na		Ī								

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATE SIGNATURE			
1. Is the party described in 17 CFR 230.25 provisions of such rule	2 (c), (d), (e) or (f) presently subject to any of	the disqualification	Yes	No ⊠
	See Appendix, Column 5, for state response.			
2. The undersigned issuer hereby undertakes Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any states required by state law.	te in which this notice	is filed,	a notice on
3. The undersigned issuer hereby undertake issuer to offerees.	s to furnish to the state administrators, upon wr	itten request, informat	ion furnis	shed by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that mus f the state in which this notice is filed and len of establishing that these conditions have be	understands that the	itled to the issuer cl	he Uniform aiming the
The issuer has read this notification and known undersigned duly authorized person.	ows the contents to be true and has duly caused	this notice to be signed	l on its be	ehalf by the
Issuer (Print or Type)	Signature	Date		
Standard Renewable Energy Group, LLC	William J. Berger	September 2	6,2006	
Name of Signer (Print or Type)	Title of Signer (Print or Type)			

Manager of Manager of Issuer

Instruction:

John Berger

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL					The state of the s				
AK		1							
AZ			A STATE OF THE STA						
AR									
CA									
СО									
СТ						1270			
DE									
DC									
FL									
GA									
НІ				7,43,00					
ID								,	
IL									
IN						VIII TURNET			
IA					1.000		ļ	1	
KS									
KY						<u> </u>			-
LA		X	\$5,500,000 of Class A Units	1	\$240,779	0	0		<u> </u>
ME									<u> </u>
MD			700			- 17			<u> </u>
MA					<u> </u>				
MI	<u> </u>								<u> </u>
MN								1	
MS									
МО	<u> </u>			7	of 8	1	1	<u> </u>	SEC 1972 (6/9

. 1	Intend to sell to non-accredited investors in State (Part B-Item 1) Type of security and aggregate offering price offered in state (Part C-Item 1)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE		I							
NV									
NH						1,00			
NJ									
NM									
NY		X	\$5,500,000 of Class A Units	2	\$520,924	0	0	201.32	X
NC									
ND									
ОН									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		x	\$5,500,000 of Class A Units	14	\$4,569,919	0	0		X
UT									
VT						7.7.7. F (1) VV 4.7.7.			
VA									
WA									
wv									
WI									
WY									ļ
PR									